

## **LIST OF EXHIBITS**

Exhibit A	Sample Customer Notice Letters
Exhibit B	Chart of Assignees' Corporate Ownership Structure
Verifications	

**EXHIBIT A**

**Sample Customer Notice Letters**

May 9, 2008

## IMPORTANT INFORMATION ABOUT YOUR SERVICE

Dear CenturyTel Customer,

CenturyTel Acquisition LLC ("CenturyTel") and Zayo Group, LLC ("Zayo") are pleased to advise you that Zayo will acquire CenturyTel's telecommunications business in your area. Following completion of the transaction, the service you currently receive from CenturyTel will be provided by one or more of the following Zayo Operating Groups: Zayo Bandwidth (service provided by Zayo Bandwidth of Indiana, LLC), Onvoy Voice Services (service provided by Onvoy, Inc.) and Zayo Managed Services. The specific types of services that each of these Zayo Operating Groups will provide are as follows:

Zayo Bandwidth will become the provider of all private line telecommunications services for all customers of CenturyTel in the Markets.

Onvoy Voice Services will become the provider of all switched voice local exchange and interexchange telecommunications services for all customers of CenturyTel in the Markets.

Zayo Managed Services will become the provider of all unregulated information, Internet and communications services for all customers of CenturyTel in the Markets.

Subject to approval by the Federal Communications Commission and state regulators, the transaction is expected to be completed **on or after July 1, 2008**, at which time the applicable Zayo Operating Group(s) will become your service provider(s) as described above. **Please note that you are not required to do anything to continue receiving the high-quality service you have come to expect at the same competitive rates you currently pay.** In addition, you will not be charged any fees for the transfer of your service(s). If you have arranged a preferred carrier freeze through your local carrier with respect to any the services involved in this transfer, such freeze will be removed in order to transition the services to a Zayo Operating Group; following the transfer, you must contact your local carrier to reinstate the freeze.

We are confident that this transaction will strengthen the quality of services that you receive from CenturyTel today. Please be assured that there will be no interruption to your current CenturyTel services. You will continue to receive service at the same rates, terms, and conditions under which you currently receive service from CenturyTel. Notice of any future changes in the services you receive, or in the rates, terms, and conditions of those services, will be provided to you as required under applicable law.

We recognize that you have the right to change providers, subject to the terms and conditions, including termination provisions, of any agreement you may have with CenturyTel. We hope,

however, that you choose to remain a customer with Zayo and thereby continue to enjoy from a Zayo Operating Group the same high-quality communications and Internet services you currently receive from CenturyTel.

Prior to the actual transfer date, CenturyTel will continue to be responsible for all customer service inquiries, complaints, billing issues and service questions, and you should contact your CenturyTel company representative toll-free at (800) 850-9048. If you have any questions regarding this notice or your account after the transfer is completed, you should refer your questions to the appropriate Zayo Operating Group as follows:

Zayo Bandwidth	(866) 236-2824
Onvoy Voice Services	(800) 933-1224
Zayo Managed Services	(866) 629-8200

The Zayo companies welcome your continued business and are committed to continuing to provide you with superior products and services.

Sincerely,

Sincerely,

Zayo Group, LLC  
Zayo Bandwidth  
Onvoy Voice Services  
Zayo Managed Services

CenturyTel Acquisition LLC



May 9, 2008

## IMPORTANT INFORMATION ABOUT YOUR SERVICE

Dear CenturyTel Customer,

CenturyTel Acquisition LLC ("CenturyTel") and Zayo Group, LLC ("Zayo") hereby advise you that Zayo will acquire CenturyTel's telecommunications business in your area. Following completion of the transaction, the service you currently receive from CenturyTel will be provided by one or more of the following Zayo Operating Groups: Zayo Bandwidth (service provided by Zayo Bandwidth of Indiana, LLC), Onvoy Voice Services (service provided by Onvoy, Inc.) and Zayo Managed Services. The specific types of services that each of these Zayo Operating Groups will provide are as follows:

Zayo Bandwidth will become the provider of all private line telecommunications services for all customers of CenturyTel in the Markets.

Onvoy Voice Services will become the provider of all switched voice local exchange and interexchange telecommunications services for all customers of CenturyTel in the Markets.

Zayo Managed Services will become the provider of all unregulated information, Internet and communications services for all customers of CenturyTel in the Markets.

Subject to approval by the Federal Communications Commission and state regulators and your right to move your service to a different provider, the transaction is expected to be completed **on or after July 1, 2008**, at which time the applicable Zayo Operating Group(s) will become your service provider(s) as described above. You are not required to do anything to continue receiving the same service at the same rates as you currently pay. In addition, you will not be charged any fees for the transfer of your service. If you have arranged a preferred carrier freeze through your local carrier with respect to any the services involved in this transfer, such freezes will be removed in order to transition the services to a Zayo Operating Group; following the transfer, you must contact your local carrier to reinstate the freeze.

You have the right to move your service to another provider should you choose not to continue with a Zayo Operating Group. To assist you in making a decision in this regard, we want to take this opportunity to advise you that although current services will continue to be provided by the Zayo Operating Groups immediately following the transfer, Zayo has determined that it may not continue to offer these services in your area. Therefore, the Zayo Operating Groups may elect to discontinue these services following completion of the transfer. You will be notified at least 30 days in advance of any planned discontinuance of your service in accordance with federal and state regulations.



Prior to the actual transfer date, CenturyTel will continue to be responsible for all customer service inquiries, complaints, billing issues and service questions, and you should contact your CenturyTel company representative toll-free at (800) 850-9048. If you have any questions regarding this notice or your account after the transfer is completed, you should refer your questions to the appropriate Zayo Operating Group as follows:

Zayo Bandwidth	(866) 236-2824
Onvoy Voice Services	(800) 933-1224
Zayo Managed Services	(866) 629-8200

Thank you for your attention to this matter.

Sincerely,

Sincerely,

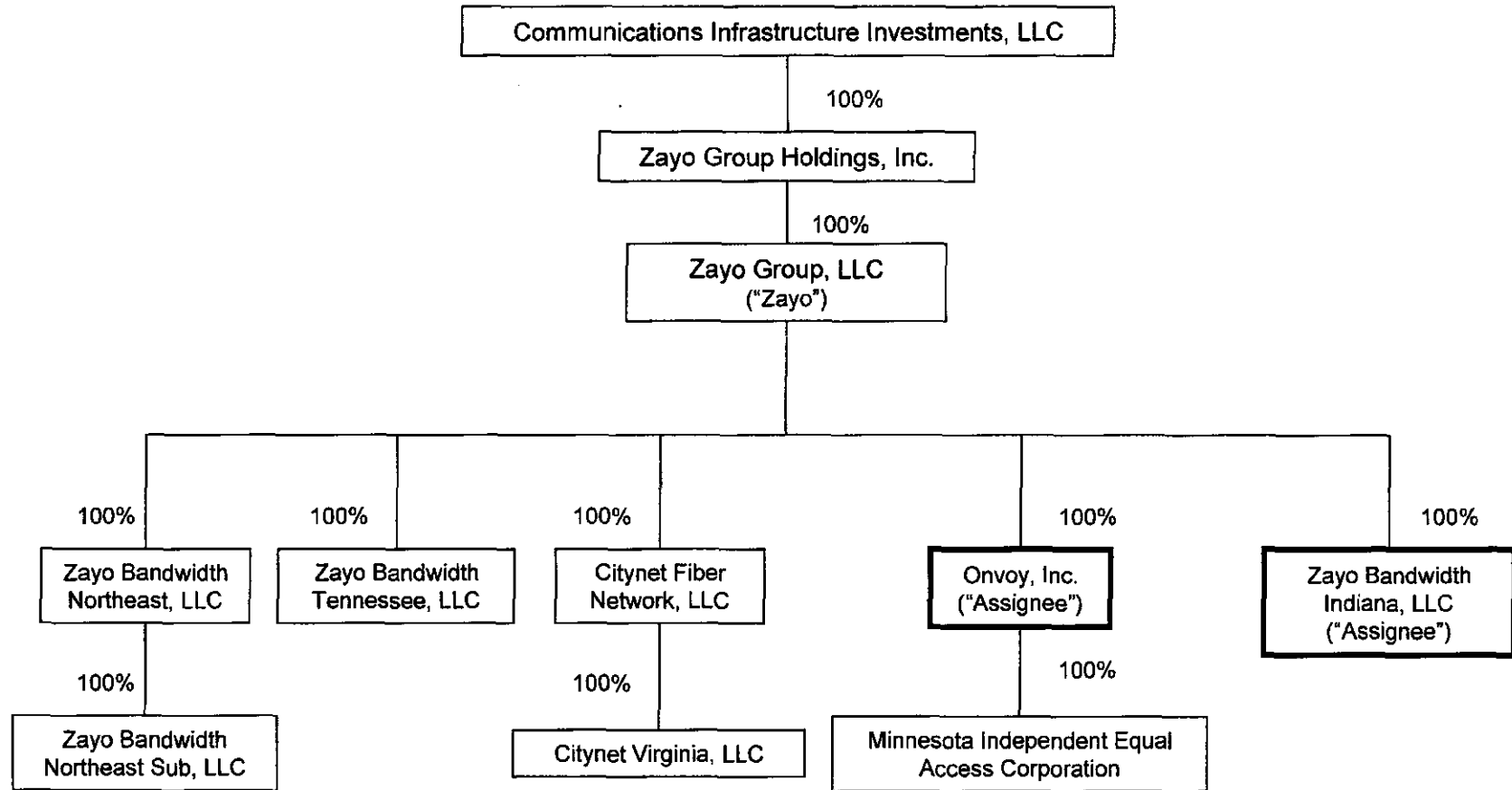
Zayo Group, LLC  
Zayo Bandwidth  
Onvoy Voice Services  
Zayo Managed Services

CenturyTel Acquisition LLC

**EXHIBIT B**

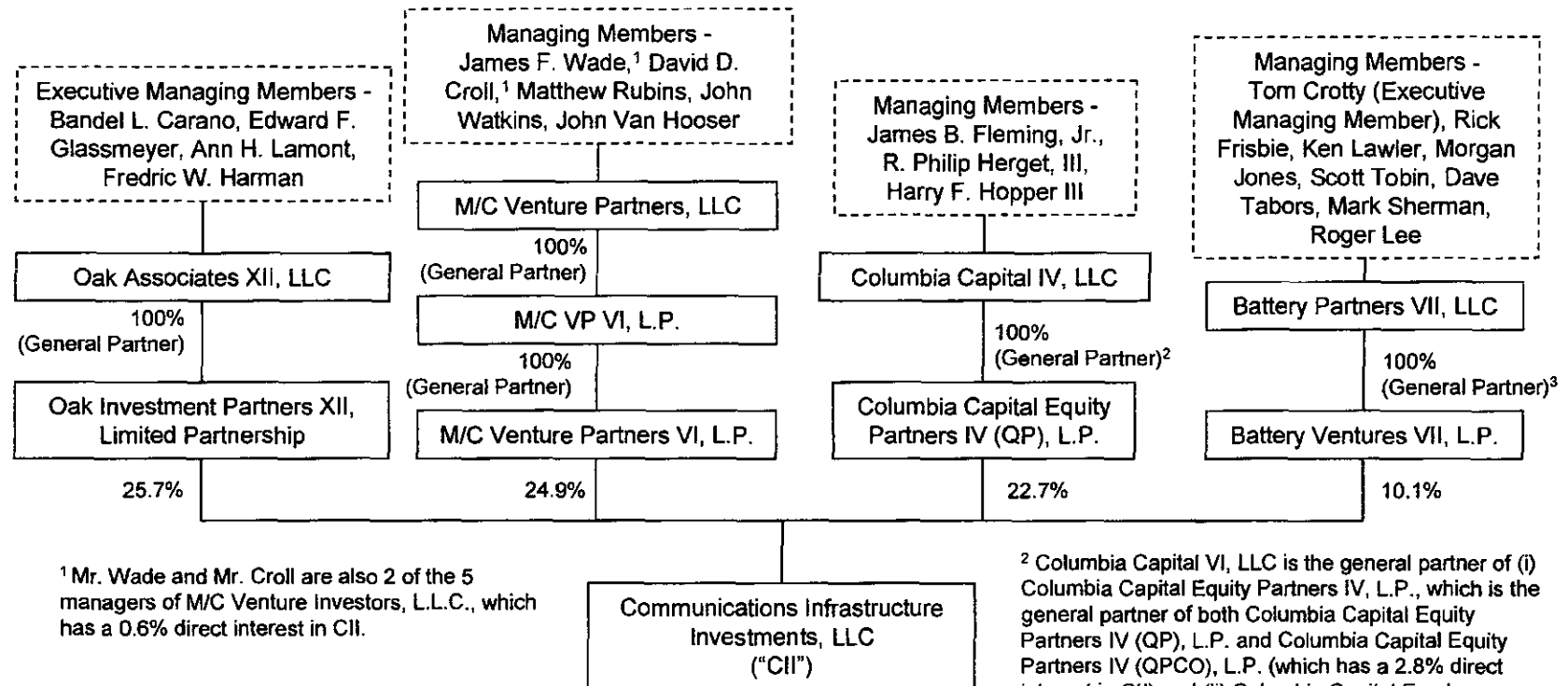
**Chart of Assignees' Corporate Ownership Structure**

## Current Corporate Structure of Assignees





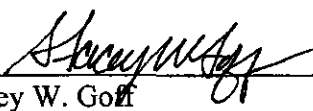
## Current Corporate Structure of CII



## VERIFICATION

I, Stacey W. Goff, state that I am the Senior Vice President, General Counsel & Secretary of CenturyTel, Inc., the parent company of CenturyTel Acquisition, LLC (together, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

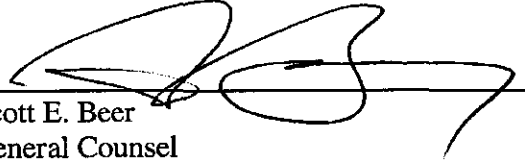
I declare under penalty of perjury that the foregoing is true and correct. Executed this 25<sup>th</sup> day of April, 2008.

  
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Stacey W. Goff  
Senior Vice President, General Counsel &  
Secretary  
CenturyTel, Inc.

## VERIFICATION

I, Scott E. Beer, state that I am the General Counsel of Zayo Group, LLC, the parent company of Assignees (as defined in the Application); that I am authorized to make this Verification on behalf of Zayo Group, LLC and Assignees (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 25<sup>th</sup> day of April, 2008.



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Scott E. Beer  
General Counsel  
Zayo Group, LLC